

The Honorable Thomas S. Zilly

IN THE UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WASHINGTON

NEXTUNE, INC., a Washington Corporation,

Plaintiff,

v.

ROBERT BUCKNER McKINNEY,
individually; CHRISTOPHER SCOTT
HARRISON, individually; and EMI MUSIC
NORTH AMERICA, a Delaware Corporation,

Defendants.

Case No. 2:12-cv-01974

DECLARATION OF JASON R.
DONOVAN IN SUPPORT OF
PLAINTIFF'S SUPPLEMENTAL
OPPOSITION TO DEFENDANT
CHRISTOPHER SCOTT HARRISON'S
MOTION TO DISMISS PURSUANT TO
FRCP 12(b)(2)

I, Jason R. Donovan, declare as follows:

1. I am counsel for plaintiff nexTUNE, Inc. in the above-captioned matter and the claims asserted in this action. I am over 18 years of age, have personal knowledge as to the matters set forth herein, and am competent to testify to them.

2. Attached as **Exhibit A** are true and correct copies of excerpts from the transcript of the March 4, 2013 deposition of Defendant Christopher Scott Harrison.

3. Attached as **Exhibit B** is a true and correct copy of the Washington State Secretary of State Corporations Division listing for DMX, Inc.

4. Attached as **Exhibit C** is a true and correct copy of the Washington State Secretary of State Corporations Division listing for Capitol Records, LLC, a division of Defendant EMI Music North America.

DECLARATION OF JASON R. DONOVAN - 1
Case No. 2:12-CV-01974

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I declare under penalty of perjury that the foregoing is true and correct. Executed at
Seattle, Washington this 15th day of March, 2013.

51283573.1

CERTIFICATE OF SERVICE

I certify that on March 15, 2013, a true copy of the foregoing document was served electronically upon the parties via CM/ECF, or as indicated, as follows:

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s/Jason R. Donovan
Jason R. Donovan

CERTIFICATE OF SERVICE - 3

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EXHIBIT A

IN THE UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WASHINGTON

NEXTUNE, INC., a Washington
corporation,

Plaintiff,

vs.

NO. 2:12-cv-01974-TSZ

ROBERT BUCKNER McKINNEY,
individually; CHRISTOPHER
SCOTT HARRISON, individually;
and EMI MUSIC NORTH AMERICA,
a Delaware corporation,

Defendants.

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DEPOSITION OF  
CHRISTOPHER SCOTT HARRISON

March 4, 2013

11:30 a.m.

1300 Clay Street, Suite 600  
Oakland, California

Diane M. Winter, RMR, CRR, CSR 3186

1 A. No.

2 Q. And so after -- when you left Fulbright  
3 in 2005, where did you go?

4 A. DMX, Inc.

5 Q. And where is DMX, Inc. located?

6 A. Austin, Texas.

7 Q. In what capacity were you employed at  
8 DMX, Inc.?

9 A. Vice president business affairs.

10 Q. What were your responsibilities as vice  
11 president of business affairs?

12 A. Primarily responsible for negotiating  
13 contracts.

14 Q. Anything else?

15 A. No.

16 Q. And what kind of contracts would you  
17 negotiate?

18 A. Contracts in which DMX was a supplier,  
19 contracts in which DMX was obtaining service from a  
20 vendor, lease agreements.

21 Q. Let me take a step back. Can you please  
22 describe for me what DMX's business is.

23 A. DMX is a commercial music service  
24 provider.

25 Q. And what do you mean by "commercial

1 it -- strike that.

2 Where are DMX's clients located?

3 A. Are you asking when I was vice president  
4 of business affairs?

5 Q. Yes.

6 A. They would have been primarily in the  
7 continental US.

8 Q. So Texas, where it's located?

9 A. Correct.

10 Q. California?

11 A. Yes.

12 Q. Washington?

13 A. I'm sure.

14 Q. And during that period of time when you  
15 were vice president of business affairs for DMX, did  
16 you negotiate contracts with commercial entities in  
17 the state of Washington?

18 A. Not that I recall.

19 Q. Do you recall where you negotiated the  
20 contracts?

21 A. I don't understand your question.

22 Q. For the contracts that you negotiated as  
23 vice president of business affairs for DMX, did you  
24 have a contract with each commercial customer?

25 A. Yes.

1 Q. And you were in private practice from  
2 June 2012 until what point?

3 A. November 2012.

4 Q. And during that period of time did you  
5 hold any other positions with any other companies or  
6 any other sources of employment?

7 A. No.

8 Q. Okay. I'll get back to that.

9 And then in November 2012 did you stop --  
10 you stopped practicing law --

11 A. Correct.

12 Q. -- for private practice?

13 A. Correct.

14 Q. And what was the next position?

15 A. Assistant general counsel Pandora Media,  
16 Inc.

17 Q. And Pandora is located here in  
18 California?

19 A. Correct.

20 (Off the record.)

21 Q. Can you please describe for me Pandora's  
22 business.

23 A. They are an internet radio -- excuse me,  
24 personalized internet radio service.

25 Q. And does Pandora only operate here in



1 not commercial establishments.

2 Q. So DMX and Mood Media deal with  
3 commercial establishments?

4 A. Correct.

5 Q. Got it. You earlier testified that you  
6 served in an undefined title at DMX between March  
7 2012 and June 2012, followed by a period of five  
8 months when you were in private practice. You also  
9 testified that you did not have any other sources of  
10 employment during that period of time.

11 Were you ever employed by Mood Media?

12 A. I was not.

13 Q. Mr. Harrison, if you could turn back to  
14 Exhibit 5, declaration of Michael DuKane, again.

15 A. Uh-huh.

16 Q. And turn to page 6 of 20. Could you  
17 identify what this document is?

18 MR. BADGLEY: Can you hold -- oh, okay.  
19 Go ahead.

20 THE WITNESS: Appears to be a printout  
21 of my LinkedIn Profile.

22 Q. (BY MR. DONOVAN) And near the bottom of  
23 that page it indicates -- well, did you create this  
24 page?

25 A. Yes.

1 Q. Is there any ownership relation between  
2 Mood and Pandora?

3 A. No.

4 Q. Do you know who Robert Buckner McKinney  
5 is?

6 A. Yes.

7 Q. And I'll just, for ease of reference,  
8 I'll refer to him as Buck. How long have you known  
9 Buck?

10 A. Five or six years.

11 Q. And how did you meet Buck?

12 A. Buck and I served on the Texas  
13 entertainment-sports-law section of the Texas State  
14 Bar.

15 Q. And Buck is an attorney, yes?

16 A. He is.

17 Q. When did you first start working with  
18 Buck?

19 A. Summer of 2012.

20 Q. So right after you left DMX?

21 A. Yes.

22 Q. In June 2012?

23 A. Yes.

24 Q. And did Buck approach you about working  
25 together, or did you approach Buck?

1 A. I don't recall.

2 Q. Was there any formal agreement between  
3 the two of you in terms of compensation or how  
4 matters would be handled?

5 A. There was nothing reduced to writing.

6 Q. Were there any oral agreements?

7 A. Yes.

8 Q. And what were those?

9 A. Buck and I would share fees.

10 Q. What kind of fees?

11 A. To the extent we were successful in  
12 prosecuting claims on behalf of clients, we would  
13 split those recoveries.

14 Q. And what kind of claims?

15 A. Copyright infringement.

16 Q. Were you ultimately successful in  
17 prosecuting any of those copyright infringement  
18 claims?

19 A. Not yet.

20 Q. And are there any other claims that you  
21 and -- that you and Buck were pursuing aside from  
22 nextTUNE?

23 A. Yes.

24 Q. And who were those other entities?

25 A. I believe the targets of my clients'

1 enforcement actions are privileged.

2 MR. BADGLEY: Yeah, I don't see that  
3 that goes to the jurisdictional issue in this case,  
4 Counsel.

5 Q. (BY MR. DONOVAN) So are you refusing to  
6 answer?

7 A. I'm saying that the targets of my  
8 clients' enforcement actions are privileged.

9 Q. So you are refusing to answer?

10 A. I have given you my answer.

11 Q. Okay. And is EMI one of your clients?

12 A. EMI is one of my clients --

13 Q. Do you have any --

14 A. Hold on.

15 Q. I'm sorry.

16 A. EMI was one of my clients.

17 Q. Okay. And do you have any other  
18 clients?

19 A. I do. I'm sorry, let me rephrase. I  
20 did.

21 Q. Okay. When did you first learn -- did  
22 you first learn about the nextTUNE alleged copyright  
23 infringement right when you started with Buck in  
24 June 2012?

25 A. I don't recall.

1 Q. Do you recall when you first got  
2 involved with the alleged copyright infringement  
3 claim involving nextTUNE?

4 A. I don't recall.

5 Q. In September 7, 2012, did you  
6 participate in a meeting with nextTUNE?

7 A. I don't know if that's the exact date,  
8 but around that timeframe, yes.

9 Q. In early September 2012 you were  
10 involved in a meeting with Mr. DuKane --

11 A. Yes.

12 Q. -- Buck and yourself, correct?

13 A. That's correct.

14 Q. Okay. And what had you done to prepare  
15 for that meeting?

16 A. I don't recall.

17 Q. You had materials with you at that  
18 meeting?

19 A. I don't recall.

20 Q. Do you recall receiving information  
21 involving nextTUNE that was provided by Mr. DuKane?

22 A. Yes.

23 Q. And when did you receive that  
24 information?

25 A. Excuse me?

1 Q. Do you recall when you received that  
2 information?

3 A. I don't recall exactly. It would have  
4 been close in time to the meeting.

5 Q. And who provided you that information?

6 A. I don't recall whether I got it from the  
7 client or from Mr. McKinney.

8 Q. What did you do with that information?

9 A. I reviewed it.

10 Q. Do you still have that information?

11 A. I believe that I do.

12 Q. And this information was provided in  
13 connection with Mr. McKinney's and yours attempt to  
14 successfully prosecute the copyright infringement  
15 claim against nextTUNE, correct?

16 A. No.

17 MR. DONOVAN: Can you repeat that last  
18 question?

19 (Record read as follows: "And this  
20 information was provided in connection with  
21 Mr. McKinney's and yours attempt to successfully  
22 prosecute the copyright infringement claim against  
23 nextTUNE, correct?")

24 Q. (BY MR. DONOVAN) That information was  
25 provided in connection with what?

1           A.    I believe Mr. DuKane provided that  
2           information in the hopes of settling claims that the  
3           nextTUNE service did not have the appropriate  
4           licenses from EMI to operate its business.

5           Q.    Isn't that a copyright infringement  
6           claim?

7           A.    Yes, it is.

8           Q.    So it was received in connection with a  
9           copyright infringement claim involving nextTUNE?

10          A.    Yes.

11          Q.    Do you recall -- you stated that the  
12          information was provided by Mr. DuKane. Do you know  
13          why he provided that information?

14          A.    I believe EMI had requested certain  
15          information about the nextTUNE service to  
16          substantiate claims Mr. DuKane had made regarding  
17          the -- whether or not it was licensed.

18          Q.    When you say "EMI," do you mean Buck?

19          A.    I mean EMI.

20          Q.    Who at EMI?

21          A.    The attorney that we -- well, the  
22          attorney at EMI, Melissa Battino.

23          Q.    Melissa Battino?

24          A.    Correct.

25          Q.    So Buck never requested that

1 information?

2 A. Buck may have requested it on behalf of  
3 his client, EMI.

4 Q. Who is also your client?

5 A. That's correct.

6 Q. So Buck may have requested the  
7 information from nextTUNE, correct?

8 A. Buck may have requested the information  
9 on behalf of his client, EMI, from nextTUNE, that's  
10 correct.

11 Q. So it wasn't by accident that you  
12 received the information of nextTUNE's?

13 A. I don't know what you mean.

14 Q. The information that nextTUNE provided  
15 was pursuant to a specific request for that  
16 information, correct?

17 A. Yes, that's correct.

18 Q. So it wasn't information that you just  
19 happened to stumble on?

20 A. I don't know what you mean.

21 Q. It wasn't information that you just  
22 discovered independently, correct?

23 A. The information that I received was  
24 provided by Mr. DuKane in response to a request from  
25 EMI.



1 Q. Uh-huh. Or from Buck?

2 A. He requested it on behalf of his client,  
3 EMI.

4 Q. How long have you known Mr. DuKane? I'm  
5 sorry, let me step back. Do you know Michael  
6 DuKane? Do you know who Michael DuKane is?

7 A. Yes.

8 Q. And how long have you known who Michael  
9 DuKane is?

10 A. I don't know.

11 Q. A year?

12 A. I don't know.

13 Q. Five years?

14 A. I don't know.

15 Q. Ten years?

16 And how do you know who Mr. DuKane is?

17 A. I know Mr. DuKane is the -- I don't know  
18 what position he holds at nextTUNE.

19 Q. Did you know Mr. DuKane before he held  
20 his current position at nextTUNE?

21 MR. BADGLEY: Could you read the  
22 question back, please.

23 (Record read as follows: "Did you know  
24 Mr. DuKane before he held his current position at  
25 nextTUNE?")

1 Christopher Scott Harrison in Support of Motion to  
2 Dismiss Pursuant to FRCP 12(b)(2).

3 Q. And do you recall reviewing and signing  
4 this document?

5 A. Yes.

6 Q. So you were employed with DMX from 2005  
7 until 2012, approximately seven years. Can you read  
8 footnote one allowed, please?

9 A. "While working for and at the direction  
10 of a prior employer, I did visit my former  
11 employer's Seattle office approximately once per  
12 year, the last coming in August, 2011."

13 Q. But you previously testified you only  
14 have recollection of two visits to Seattle, correct?

15 A. Uh-huh, correct.

16 Q. Aside from the meeting with Mr. DuKane  
17 in early September 2012, have you had any -- have  
18 you ever had any other communications with  
19 Mr. DuKane at any point in time for any reason?

20 A. Yes.

21 Q. Do you know when?

22 A. I don't.

23 Q. Do you know how many times?

24 A. I don't.

25 Q. And I assume you don't know what about?

1           A.    No.  Mr. DuKane was trying to get the  
2           new owners of DMX to do business with him and his  
3           music video service.

4           Q.    And he had communications with you about  
5           that?

6           A.    Yes.

7           Q.    Do you recall what those conversations  
8           entailed?

9           A.    I don't.

10          Q.    Aside from trying to get the new owners  
11          of DMX trying to do business with Mr. DuKane's  
12          entity, correct?

13          A.    Yes.

14          Q.    Okay.  Do you recall any other  
15          communications you've had with him over the years?

16          A.    I don't.

17          Q.    Are you familiar with nextTUNE?

18          A.    Yes.

19               MR. BADGLEY:  I'm sorry, with -- oh,  
20          with nextTUNE?

21               MR. DONOVAN:  Yeah.  Sorry.

22          Q.    (BY MR. DONOVAN)  Are you familiar with  
23          nextTUNE's operations?  Let me go back.

24               Are you familiar with the kind of  
25          business nextTUNE is?  Or are you familiar with

1 nexTUNE's business?

2 A. I understand that nexTUNE provides a  
3 commercial music service.

4 Q. Do you know whether it is more geared  
5 towards the commercial aspect like Pandora, or the  
6 individual and/or corporate aspect like Mood and  
7 DMX?

8 A. I don't.

9 Q. Do you know where nexTUNE is located?

10 A. I believe it's located in the state of  
11 Washington.

12 Q. Have you ever held yourself out to be a  
13 representative of DMX in the state of Washington?

14 A. I don't recall.

15 Q. So would it surprise you that DMX holds  
16 you out to be their secretary in their filings for  
17 the state of Washington?

18 A. Yes, it would surprise me.

19 Q. Are you aware of the fact that DMX does  
20 hold you up to be their secretary in the state of  
21 Washington?

22 A. I'm sorry, could you repeat the  
23 question?

24 MR. DONOVAN: Go ahead, repeat it.

25 (Record read as follows: "Are you aware

1 has trade secrets obviously, correct?

2 A. While I was at DMX, yes, DMX had trade  
3 secrets.

4 Q. And would DMX be harmed if someone -- if  
5 a competitor obtained those trade secrets?

6 MR. BADGLEY: Well, Counsel, don't you  
7 think that's a little beyond the scope of --

8 MR. DONOVAN: No, I don't.

9 MR. BADGLEY: -- of the deposition?

10 MR. DONOVAN: No, I don't.

11 MR. BADGLEY: You think that's  
12 calculated to lead to the discovery of admissible  
13 evidence?

14 MR. DONOVAN: No, I think it's directly  
15 related to jurisdiction.

16 MR. BADGLEY: We'll go ahead and allow  
17 it.

18 MR. DONOVAN: Can you go ahead and  
19 repeat the question.

20 (Record read as follows: "And would DMX  
21 be harmed if someone -- if a competitor obtained  
22 those trade secrets?")

23 MR. BADGLEY: Objection, calls for  
24 speculation. That's an open-ended hypothetical.

25 MR. DONOVAN: You can answer it.

1 MR. BADGLEY: If you can answer it.

2 THE WITNESS: No, I can't answer it.

3 Q. (BY MR. DONOVAN) Does Pandora have  
4 trade secrets?

5 A. I don't know.

6 Q. Do you believe that Pandora would be  
7 harmed if Pandora's competitors received those trade  
8 secrets?

9 MR. BADGLEY: Same objection,  
10 speculation.

11 THE WITNESS: I can't answer that  
12 question.

13 Q. (BY MR. DONOVAN) And why can't you  
14 answer that question?

15 A. Because I don't have enough facts upon  
16 which to make a conclusion.

17 Q. And what facts would you need to know?

18 A. A lot more.

19 Q. Such as?

20 A. I don't know.

21 Q. And Pandora is headquartered here in the  
22 San Francisco area, correct?

23 A. It is.

24 Q. And if a competitor did receive  
25 Pandora's trade secrets, do you have any reason to

1 believe that the harm that Pandora would suffer  
2 would not take place here at its headquarters near  
3 San Francisco?

4 MR. BADGLEY: Objection, argumentative,  
5 speculative, incomplete hypothetical, based on  
6 assumptions of fact that are not in evidence.

7 MR. DONOVAN: You can answer.

8 THE WITNESS: No, I can't answer.

9 Q. (BY MR. DONOVAN) Why?

10 A. Because you haven't given me enough  
11 information to reach a conclusion.

12 Q. If the trade secrets concerning  
13 Pandora's operations and how it provided commercial  
14 music services was provided to a direct competitor  
15 of Pandora and used in a manner that was contrary to  
16 Pandora's interest to obtain Pandora's customers,  
17 and hurt Pandora's business, would the harm not be  
18 suffered here by Pandora in San Francisco area?

19 MR. BADGLEY: Objection, calls for a  
20 legal conclusion, is argumentative, is hypothetical.  
21 That's my objection. You could answer it if you  
22 can.

23 THE WITNESS: I don't know.

24 Q. (BY MR. DONOVAN) Okay. So you were  
25 employed in Austin, Texas, or around Austin, Texas,

1 since -- from 2001 until 2000, end of 2012, correct?

2 A. Correct.

3 Q. You've held many positions there, you've  
4 had your own law firm there in Texas, correct?

5 A. Correct.

6 Q. Do you own property in Texas anymore?

7 A. I do.

8 MR. DONOVAN: Going off the record.

9 (Off the record.)

10 Q. (BY MR. DONOVAN) You don't own any  
11 property in Washington?

12 A. I don't.

13 Q. You've never practiced law in  
14 Washington?

15 A. I have not.

16 Q. Do you agree that nexTUNE would be  
17 harmed if its trade secrets were provided to its  
18 competitors?

19 MR. BADGLEY: Objection, calls for legal  
20 conclusion.

21 THE WITNESS: No.

22 Q. (BY MR. DONOVAN) And what's your basis  
23 for that?

24 A. You haven't given me enough information  
25 to agree with you.



1 Q. And what information would you need?

2 A. It's your hypothetical.

3 Q. And you answered it?

4 A. Yes, I did.

5 Q. And you said no.

6 A. That's correct.

7 Q. But you have no basis for that, correct?

8 A. Yes, I do. I told you what my basis  
9 was.

10 Q. You said your basis was that you had no  
11 basis, correct?

12 A. No, my basis was I had incomplete  
13 information.

14 Q. If the information that nextTUNE provided  
15 to you and Mr. McKinney were provided to nextTUNE  
16 competitors, wouldn't that harm nextTUNE's business?

17 MR. BADGLEY: Objection, calls for a  
18 legal conclusion, calls for speculation.

19 THE WITNESS: I can't answer that.

20 Q. (BY MR. DONOVAN) Is it because you  
21 don't know?

22 A. Because your hypothetical doesn't  
23 contain enough facts and information for me to make  
24 a conclusion -- reach a conclusion, excuse me.

25 Q. Will you admit that DMX and Mood Media

## **EXHIBIT B**

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### Corporation Detail

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All documents filed with the Corporations Division are considered public record.

#### DMX, INC.

UBI Number 602507896

Category REG

Profit/Nonprofit Profit

Active/Inactive Active

State Of Incorporation TX

WA Filing Date 05/31/2005

Expiration Date 05/31/2013

Inactive Date

Duration Perpetual

#### Registered Agent Information

Agent Name CT CORPORATION  
SYSTEM

Address 505 UNION AVE SE STE  
120

City OLYMPIA

State WA

ZIP 98501

#### Special Address Information

Address

City

State

Zip

#### Governing Persons

| Title                        | Name            | Address                                               |
|------------------------------|-----------------|-------------------------------------------------------|
| Director                     | LANTHIER, JAMES | 1703 WEST 5TH STREET<br>SUITE 600<br>AUSTIN, TX 78703 |
| President,Chairman ,Director | CULLEN, JOHN    | 1703 WEST 5TH STREET<br>SUITE 600<br>AUSTIN, TX 78703 |


|                          |                           |                                                        |
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| Treasurer                | SHIPMAN , KIMBERLY        | 1703 WEST 5TH STREET<br>SUITE 600<br>AUSTIN , TX 78703 |
| Director                 | GUJRAL , BEN              | 1703 WEST 5TH STREET<br>SUITE 600<br>AUSTIN , TX 78703 |
| Vice President           | MCKINLEY , BRIAN          | 1703 WEST 5TH STREET<br>SUITE 600<br>AUSTIN , TX 78703 |
| Vice President,Secretary | MCCOOL , MELANIE          | 1703 WEST 5TH STREET<br>SUITE 600<br>AUSTIN , TX 78703 |
| Secretary                | HARRISON ,<br>CHRISTOPHER | 1703 WEST 5TH STREET<br>SUITE 600<br>AUSTIN , TX 78703 |
| Vice President           | TAMEZ , DAVID             | 1703 WEST 5TH STREET<br>SUITE 600<br>AUSTIN , TX 78703 |

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## Corporations and Charities Division

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### Corporation Detail

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All documents filed with the Corporations Division are considered public record.

#### CAPITOL RECORDS, LLC.

UBI Number 409005591

Category LLC

Active/Inactive Active

State Of Incorporation DE

WA Filing Date 04/03/1991

Expiration Date 04/30/2013

Inactive Date

Duration Perpetual

#### Registered Agent Information

Agent Name C T CORPORATION  
SYSTEM

Address 505 UNION AVE SE STE  
120

City OLYMPIA

State WA

ZIP 98501

#### Special Address Information

Address

City

State

Zip

#### Governing Persons

| Title   | Name         | Address                               |
|---------|--------------|---------------------------------------|
| Manager | FAXON, ROGER | 75 NINTH AVENUE<br>NEW YORK, NY 10011 |
| Manager | CORBETT, LEO | 75 NINTH AVENUE<br>NEW YORK, NY 10011 |

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All documents filed with the Corporations Division are considered public record.

#### PANDORA MEDIA CALIFORNIA, LLC

|                              |                             |
|------------------------------|-----------------------------|
| UBI Number                   | 603175995                   |
| Category                     | LLC                         |
| Active/Inactive              | Active                      |
| State Of Incorporation       | CA                          |
| WA Filing Date               | 01/26/2012                  |
| Expiration Date              | 01/31/2014                  |
| Inactive Date                |                             |
| Duration                     | Perpetual                   |
| Registered Agent Information |                             |
| Agent Name                   | CT CORPORATION<br>SYSTEM    |
| Address                      | 505 UNION AVE SE STE<br>120 |
| City                         | OLYMPIA                     |
| State                        | WA                          |
| ZIP                          | 98501                       |
| Special Address Information  |                             |
| Address                      |                             |
| City                         |                             |
| State                        |                             |
| Zip                          |                             |

#### Governing Persons

| Title  | Name                | Address                                           |
|--------|---------------------|---------------------------------------------------|
| Member | PANDORA MEDIA INC , | 2101 WEBSTER ST STE<br>1650<br>OAKLAND , CA 94612 |

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All documents filed with the Corporations Division are considered public record.

#### PANDORA MEDIA, INC.

|                              |                             |
|------------------------------|-----------------------------|
| UBI Number                   | 603105817                   |
| Category                     | REG                         |
| Profit/Nonprofit             | Profit                      |
| Active/Inactive              | Active                      |
| State Of Incorporation       | DE                          |
| WA Filing Date               | 06/13/2011                  |
| Expiration Date              | 06/30/2013                  |
| Inactive Date                |                             |
| Duration                     | Perpetual                   |
| Registered Agent Information |                             |
| Agent Name                   | C T CORPORATION<br>SYSTEM   |
| Address                      | 505 UNION AVE SE STE<br>120 |
| City                         | OLYMPIA                     |
| State                        | WA                          |
| ZIP                          | 98501                       |
| Special Address Information  |                             |
| Address                      |                             |
| City                         |                             |
| State                        |                             |
| Zip                          |                             |

#### Governing Persons

| Title                         | Name              | Address                                              |
|-------------------------------|-------------------|------------------------------------------------------|
| President, Chairman, Director | KENNEDY, JOSEPH   | 2101 WEBSTER ST STE<br>1650<br>OAKLAND, CA 94612     |
| Vice President                | CAKEBREAD, STEVEN | 2101 WEBSTER ST STE<br>1650<br>OAKLAND, CA 946123015 |

|           |                 |                                                       |
|-----------|-----------------|-------------------------------------------------------|
| Secretary | COSTIN , DELIDA | 2101 WEBSTER ST STE<br>1650<br>OAKLAND , CA 94612     |
| Treasurer | REGAN , TIMOTHY | 2101 WEBSTER ST STE<br>1650<br>OAKLAND , CA 946123015 |


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PO Box 40234, Olympia WA 98504-0234  
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# **EXHIBIT E**

## Jay Donovan

---

**From:** Michael DuKane <mdukane@nextune.net>  
**Sent:** Friday, March 08, 2013 9:21 PM  
**To:** Jay Donovan  
**Subject:** Fwd: DMX website  
**Attachments:** pastedGraphic.tiff

This was a follow up email to Chris after a meeting between he and I in Austin.

Begin forwarded message:

**From:** Michael DuKane <mdukane@nextune.net>  
**Date:** October 9, 2008 5:24:27 AM PDT  
**To:** [chris.harrison@dmx.com](mailto:chris.harrison@dmx.com)  
**Cc:** ray basile <[basile2@gmail.com](mailto:basile2@gmail.com)>, [brian.mckinley@dmx.com](mailto:brian.mckinley@dmx.com), [alan.furst@dmx.com](mailto:alan.furst@dmx.com)  
**Subject:** DMX website

Chris:

It has been a while since we met in Austin. If you recall, we talked about putting up a consumer facing DMX brand onto the web. I'm not certain what you ended up doing, but I thought you might be interested in seeing the live version of what I presented to you last year. You can link into the site at <http://www.nextune.com>.

Ray Basile recently critiqued the site and was impressed and as you know he has pretty high standards when it comes to the creative side. You may find it equally impressive. Everything you see on our site was built over a 90 day period for under \$100,000.

I'm sure you'll agree that the opportunity for a web brand and artist promotion destination would greatly benefit DMX. I am still interested in offering our resources to build a compelling web image for DMX. If you have an interest in discussing this or are having challenges with your current resource to accomplish your goals please let me know. We're here to help.

Kind Regards,  
Michael DuKane  
Chief Executive/President

**nextune**<sup>®</sup>  
where people and music connect

8201 164th Avenue NE Suite 200  
Redmond, WA 98052

[www.nextune.com](http://www.nextune.com)  
Office: 425-869-9095  
Cell: 206-719-1996  
Fax: 425-861-7368

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